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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
SECURITIES AND EXCHANGE COMMISSION,

Plaintiff, 08 Civ. 07104 (DC)

SUMMONS

-against-

STEVEN BYERS, JOSEPH SHERESHEVSKY,
WEXTRUST CAPITAL, LLC., WEXTRUST EQUITY
PARTNERS, LLC., WEXTRUST DEVELOPMENT
GROUP, LLC., WEXTRUST SECURITIES, LLC.,
and AXELA HOSPITALITY, LLC.,

Defendants, and

ELKA SHERESHEVSKY,

Relief Defendant.

-----X
JOSEPH SHERESHEVSKY,

Third Party Plaintiff,

-against-

Amnon Cohen,

Third Party Defendant.

-----X

To the captioned Third Party Defendant:

Y O U A R E H E R E B Y S U M M O N E D to answer the Complaint in this action and to serve a copy of your answer on the plaintiff's attorney within 20 days after service of this Summons, exclusive of the date of service, or within 30 days if the Summons has not been personally delivered to you within the State of New York.

P L E A S E B E A D V I S E D that should you fail to answer or appear, a default judgment will be taken against you for the relief sought in the Complaint.

Dated: New York, New York
September 2, 2008

Yours, etc.

By: /s/ John C. Meringolo
Meringolo & Associate, P.C.
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Third Party Plaintiff
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Third Party Defendant
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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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SECURITIES AND EXCHANGE COMMISSION,

Plaintiff, 08 Civ. 07104 (DC)

-against-

**ANSWER OF
DEFENDANT/THIRD PARTY
PLAINTIFF, JOSEPH
SHERESHEVSKY, TO FIRST
AMENDED COMPLAINT**

STEVEN BYERS, JOSEPH SHERESHEVSKY,
WEXTRUST CAPITAL, LLC., WEXTRUST EQUITY
PARTNERS, LLC., WEXTRUST DEVELOPMENT
GROUP, LLC., WEXTRUST SECURITIES, LLC.,
and AXELA HOSPITALITY, LLC.,

Defendants, and

ELKA SHERESHEVSKY,

Relief Defendant.

-----X
JOSEPH SHERESHEVSKY,

Third Party Plaintiff,

-against-

Amnon Cohen,
Third Party Defendant.

-----X

NOW COMES, Defendant/Third Party Plaintiff Joseph Shereshevsky (hereinafter referred to as "Shereshevsky") by and through his attorneys, John C. Meringolo & Associates, P.C., and for his Third Party Complaint against Third Party Defendant Amnon Cohen (hereinafter referred to as "Defendant Cohen") alleges as follows:

PARTIES

1. Shereshevsky is a resident of Norfolk, Virginia, and is one of the named Defendants in the First Amended Complaint filed by the Securities and Exchange Commission in the underlying action herein (hereinafter referred to as "Amended Complaint"). He is likewise a named Defendant in a related Criminal Complaint presently pending in this District filed by the United States of America, case number: M-08-1766.
2. Defendant Cohen is a resident of Teaneck, New Jersey, who has, until recently, maintained his principal place of business, and otherwise has continually conducted business in, the City of New York. Defendant Cohen is the individual anonymously referred to by the Securities and Exchange Commission, in the Amended Complaint as "Partner A".

JURISDICTION AND VENUE

3. This Court has jurisdiction over this dispute pursuant to 28 U.S.C. §1332(a)(1) and 28 U.S.C. §1367(a).
4. Venue is proper in this Court, pursuant to 28 U.S.C. §1391(a), because it is a judicial district in which Defendant Cohen is subject to personal jurisdiction, and because it is the proper venue of the underlying action.

COMMON ALLEGATIONS

5. In its Amended Complaint, the Securities and Exchange Commission has alleged that Shereshevsky, while an affiliate of WexTrust Capital, LLC. and certain allied entities, has engaged in conduct which constitutes violations of the antifraud provisions of the Securities Act of 1933, and the Securities Exchange Act of 1934. Likewise, the above-referenced Criminal Complaint presently pending against Shereshevsky alleges violation of 18 U.S.C. §371, conspiracy to commit offenses against the United States, purportedly arising out of the same allegations of fact set forth in the underlying Amended Complaint.
6. Specifically, the Commission has asserted that securities fraud was committed in connection with the formation, syndication, operation, and administration of certain real estate investment entities promoted by the named Defendants, including Shereshevsky, directly, or indirectly, under the aegis of WexTrust Capital, LLC.
7. Defendant Cohen, in fact, founded WexTrust Capital, LLC. with Defendant Steven Byers in or about 2003, after which he solicited Shereshevsky to assist him and Byers in raising investment capital through private placement syndications to fund certain ventures they were developing through WexTrust Capital, LLC., principally in the commercial and residential real estate industry.
8. At all times relevant to the events relied upon by the Commission in its Amended Complaint, Defendant Cohen, as the founder and principal officer of WexTrust Capital, LLC., held himself out to Shereshevsky, and others, as having substantial acumen, expertise, experience, and success in the area of real estate syndication and development, which representations were relied upon by Shereshevsky.

9. Specifically, to the exclusion of Shereshevsky, Defendant Cohen had maintained and exercised authority and control over the origination supervision, operation, and administration of each of the WexTrust Capital, LLC., investments and projects identified in, and the subject of, the Amended Complaint.
10. Defendant Cohen, while acting as the controlling principal of the operation of the WexTrust Capital, LLC., investment projects, expressly knew Shereshevsky was relying on him to operate each in a lawful manner, and at all times to act in the best interest of the WexTrust Capital, LLC., investors.
11. Defendant Cohen was specifically aware of Shereshevsky's professional reliance on his integrity and judgment, by virtue of the fact Shereshevsky had no involvement in the day-to-day operations or management of WexTrust Capital, LLC., and/or its affiliated investment entities.
12. Shereshevsky, at all times relevant to the allegations of the Amended Complaint, reasonably relied upon the representations and assurances of Defendant Cohen that he was operating the WexTrust Capital, LLC., investments in a lawful manner, and in the best interests of the investors, and further that all WexTrust Capital, LLC., sponsored private placement syndications were, in all material respects, free of any fraudulent misrepresentations.
13. In truth and in fact, each of the allegations of unlawful conduct set forth and relied upon in the Commission's Amended Complaint against Shereshevsky originated and emanated from Defendant Cohen, who had primary responsibility over each project and private placement syndication referred to therein.

FIRST CAUSE OF ACTION
(Equitable Indemnity)

14. Shereshevsky repeats and realleges the allegations in paragraphs 1 through 13 above as though the same were set forth in their entirety.
15. All the alleged fraudulent acts and omissions attributed to Shereshevsky by the Commission in its underlying Amended Complaint, arising out of his affiliation with WexTrust Capital, LLC., and its related entities, are, in fact, principally caused by the conduct of Defendant Cohen, who was, by virtue of his control and authority over the activities of WexTrust Capital, LLC., legally responsible for them.
16. As a result of Defendant Cohen's unlawful conduct, Shereshevsky has incurred, and will continue to incur, substantial cost and expenses, including, but not limited to, attorneys fees for his defense in this proceeding and the related criminal action pending against him.
17. In addition, as a result of Defendant Cohen's unlawful conduct, Shereshevsky could sustain damages and penalties in arising out of the Commission's claims against him in the pursuant to the Amended Complaint.
18. By virtue of his unlawful conduct, and its potential detrimental consequences on Shereshevsky, there is imposed on Defendant Cohen, by law and equity, a duty to indemnify Shereshevsky for any costs, expenses, and/or damages sustained by Shereshevsky proximately caused by Defendant Cohen.
19. Therefore, Defendant Cohen is liable to Shereshevsky for all costs, expenses, penalties, and damages, including attorneys fees, incurred by Shereshevsky as a result of Defendant

Cohen's fraudulent acts and omissions in connection with his conduct as the controlling principal of WestTrux Capital LLC.

SECOND CAUSE OF ACTION

(Contribution)

20. Shereshevsky repeats and realleges the allegations of paragraphs 1 through 19 above as though the same were set forth here in their entirety.

21. By reason of the foregoing, Defendant Cohen shall be liable to Shereshevsky, by way of contribution for, the full amount of any damages, penalties and expenses sustained or incurred by him arising out of Defendant Cohen's fraudulent act and omissions in connection with the subject matter of the Amended Complaint.

22. Shereshevsky shall be entitled to entry of judgment against Defendant Cohen in such amount as established in these Proceedings, including attorneys' fees sustained by Shereshevsky proximately cause by Defendant Cohen's unlawful conduct arising out of his role as controlling principal of WexTrust Capital, LLC.

WHEREFORE, Shereshevsky demands judgment entered as follows:

a. On the First Cause of Action, Equitable Indemnity, in favor of Third Party Plaintiff Joseph Shereshevsky against Third Party Defendant Amnon Cohen, in an amount to be determined at trial, but in no event less than an amount which exceeds the jurisdictional limits; and

b. On the Second Cause of Action, Contribution, in favor of Third Party Plaintiff Joseph Shereshevsky against Third Party Defendant Amnon Cohen, in an amount to be determined at trial, but in no event less than an amount which exceeds the jurisdictional limits.

That Third Party Plaintiff JOSEPH SHERESHEVSKY be awarded such other and further relief as the Court may deem just and proper.

JOSEPH SHERESHEVSKY demands a JURY TRIAL.

Dated: New York, New York
September 2, 2008

By: /s/ John C. Meringolo

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